

Delaware

PAGE 1

The First State

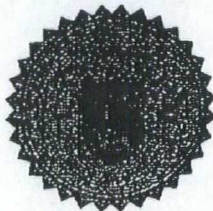
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SYRATECH ACQUISITION CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF MARCH, A.D. 2006, AT 4:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "SYRATECH ACQUISITION CORPORATION".

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060556256

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4811125

DATE: 06-08-06

**CERTIFICATE OF INCORPORATION
OF
SYRATECH ACQUISITION CORPORATION**

The undersigned, a natural person, for the purposes of organizing a corporation under the provisions of the General Corporation Law of the state of Delaware, hereby certifies that:

ARTICLE I.

The name of the corporation is:

Syratech Acquisition Corporation

ARTICLE II.

The address, including street, number, city, and county, of the registered office of the corporation in the state of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, New Castle County, Delaware 19808; and the name of the registered agent of the corporation in the state of Delaware at such address is Corporation Service Company.

ARTICLE III.

The name and mailing address of the incorporator is: Timothy J. Kahler, c/o Troutman Sanders LLP, The Chrysler Building, 405 Lexington Avenue, New York, New York 10174.

ARTICLE IV.

The nature of the business and the purposes to be conducted and promoted by the corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the state of Delaware.

ARTICLE V.

The total number of shares of stock that the corporation is authorized to issue is one thousand (1,000) shares, all of which shall be common stock, par value \$0.01 per share (the "Common Stock").

ARTICLE VI.

The corporation shall have perpetual existence.

ARTICLE VII.

The corporation shall, to the fullest extent permitted by section 145 of the General Corporation Law of the state of Delaware, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under that section 145 from and against any and all of the expenses, liabilities or other matters referred to in or covered by that section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in this official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII

The personal liability of the stockholders, directors and officers of the corporation is hereby eliminated or limited to the fullest extent permitted by law, including the provisions of paragraph 7 of subsection (b) of section 102 of the General Corporation Law of the state of Delaware, as the same may be amended or supplemented from time to time.

ARTICLE IX.

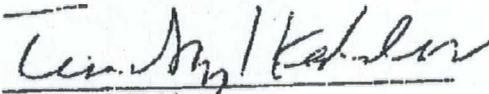
Whenever a compromise or arrangement is proposed between the corporation and its creditors or any class of them and/or between the corporation and its stockholders or any class of them, any court of equitable jurisdiction within the state of Delaware may, on the application in a summary way of the corporation or of any creditor or stockholder thereof or on the application of any receiver of receivers appointed for the corporation

under the provisions of section 291 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the corporation, as the case may be, and also on the corporation.

ARTICLE X.

From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the state of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this article IX.

Dated as of March 7, 2006.



Timothy I. Kahler,
Sole Incorporator